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*Counsel for the Board of Each of PG&E Corporation and
Pacific Gas and Electric Company and for Certain
Current and Former Independent Directors*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case No.
19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**CERTIFICATE OF NO OBJECTION
REGARDING THE CONSOLIDATED
FIRST MONTHLY FEE STATEMENT OF
SIMPSON THACHER & BARTLETT LLP
FOR ALLOWANCE AND PAYMENT OF
COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR
THE PERIOD OF JANUARY 29, 2019
THROUGH APRIL 30, 2019**

Re: Docket No. 2786

Objection Deadline: July 19, 2019
4:00 pm (Pacific Time)

On June 28, 2019, Simpson Thacher & Bartlett LLP (“**Simpson Thacher**”), counsel for (i) the Board of Directors (the “**Board**”) of each of PG&E Corporation and Pacific Gas and Electric Company (the “**Debtors**”), as the Board may be constituted from time to time, and for the members of the Board from time to time in their capacities as members of the Board, and (ii) certain current and former independent directors in their individual capacities who serve or served as independent directors prior to and/or as of the Petition Date (as defined below) (each an “**Independent Director**” and collectively, the “**Independent Directors**”), filed its *Consolidated First Monthly Fee Statement of Simpson Thacher & Bartlett LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period January 29, 2019 through April 30, 2019*, pursuant to the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated February 27, 2019 [Docket No. 701] (the “**Interim Procedures Order**”).

The Consolidated Monthly Fee Statement was served as described in the *Certificate of Service* of Jesse A. Offenhartz [Docket No. 2899]. The deadline to file responses or oppositions to the Consolidated Monthly Fee Statement was July 19, 2019 at 4:00 pm (PT), and no oppositions or responses have been filed with the Court or received by Simpson Thacher. Pursuant to the Interim Compensation Order, the Debtors are authorized to pay Simpson Thacher eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Consolidated Monthly Fee Statement upon the filing of this certification without the need for a further order of the Court. A summary of the fees and expenses sought by Simpson Thacher is annexed hereto as **Exhibit A**.

The undersigned hereby declares, pursuant to 28 U.S.C. § 1746, under penalty of perjury, that:

1. I am a partner at the law firm Simpson Thacher & Bartlett LLP, counsel to the Board and the Independent Directors.

2. I certify that I have reviewed or caused the review of the Court's docket in these chapter 11 cases and that Simpson Thacher has not received any response or opposition to the Consolidated Monthly Fee Statement.

3. This declaration was executed in New York, New York.

SIMPSON THACHER & BARTLETT LLP

Dated: July 22, 2019
New York, New York

/s/ Jonathan Sanders
Jonathan Sanders (No. 228785)

Counsel for the Board of Each of PG&E Corporation and Pacific Gas and Electric Company and for Certain Current and Former Independent Directors

Simpson Thacher & Bartlett LLP
425 Lexington Ave
New York, NY 10017

Exhibit A

Date Application Filed	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount of Fees Authorized to be Paid Pursuant to Interim Compensation Order	Total Amount of Expenses Authorized to be Paid Pursuant to Interim Compensation Order	Holdback Fees Requested
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
June 28, 2019	01/29/19 - 04/30/19	\$1,931,632.00	\$16,579.35	\$1,545,305.60	\$16,579.35	\$386,326.40